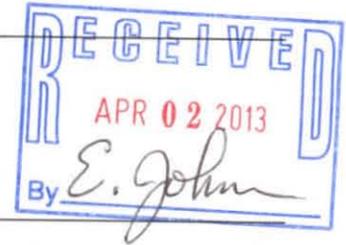


Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6



Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

Date of Report (top-tier holding company's fiscal year-end):

**December 31, 2012**

Month / Day / Year

I, **Malcolm R. Godwin**

Reporter's Name, Street, and Mailing Address

**Georgia Bancshares, Inc.**

Name of the Holding Company Director and Official

Legal Title of Holding Company

**Executive Vice President & Director**

**100 Westpark Drive**

Title of the Holding Company Director and Official

(Mailing Address of the Holding Company) Street / P.O. Box

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

**Peachtree City GA 30269**  
 City State Zip Code

Physical location (if different from mailing address)

*With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.*

Person to whom questions about this report should be directed:

**C. Lynn Gable**

**SVP/CFO**

Name

Title

**770-632-5609**

Area Code / Phone Number / Extension

**770-632-5604**

Area Code / FAX Number

**clgable@bankofgeorgia.com**

E-mail Address

**www.bankofgeorgia.com**

Address (URL) for the Holding Company's web page

Signature of Holding Company Director and Official

**03/28/2013**

Date of Signature

*For holding companies not registered with the SEC—*  
 Indicate status of Annual Report to Shareholders:

is included with the FR Y-6 report  
 will be sent under separate cover  
 is not prepared

**For Federal Reserve Bank Use Only**

RSSD ID **3019339**  
 C.I. \_\_\_\_\_

*Does the reporter request confidential treatment for any portion of this submission?*

Yes Please identify the report items to which this request applies:

In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.  
 The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

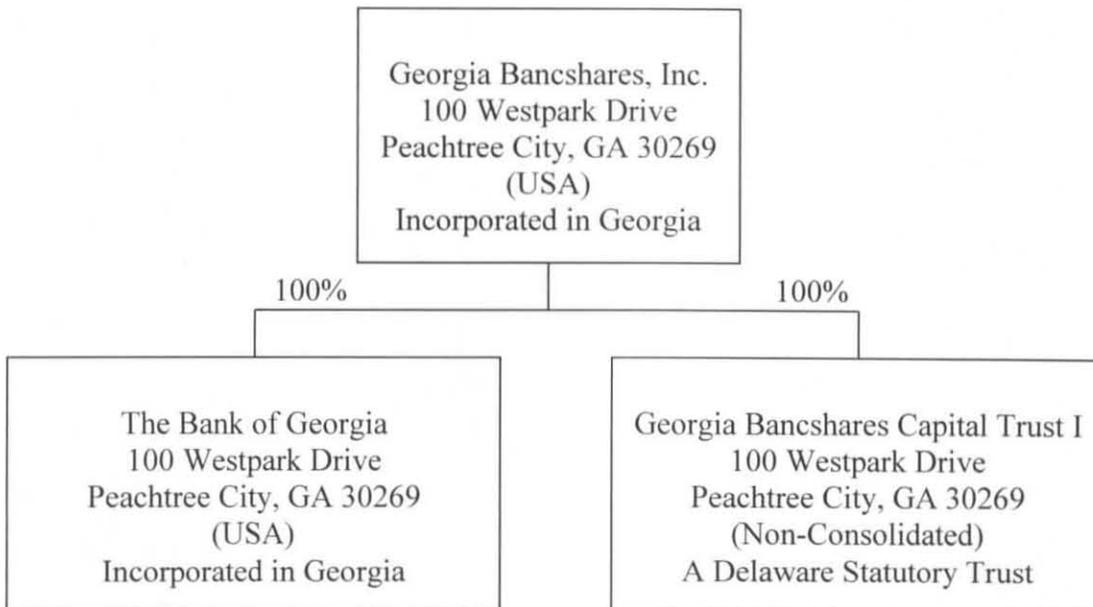
No

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

**Form FR Y-6**

Georgia Bancshares, Inc.  
100 Westpark Drive  
Peachtree City, GA 30269 (USA)  
Fiscal Year Ending December 31, 2012

Report Item 2a: Organization Chart



**Form FR Y-6**

Georgia Bancshares, Inc.  
100 Westpark Drive  
Peachtree City, GA 30269 (USA)  
Fiscal Year Ending December 31, 2012

Report Item 2b: Domestic Branch Listing

- 1) Main Office – The Bank of Georgia  
100 Westpark Drive  
Peachtree City (Fayette), GA 30269  
Opened: 02/18/2000  
Full Service Branch
  - 2) Fairburn Branch  
8410 Senoia Road  
Fairburn (Fulton), GA 30213  
Opened: 11/01/2004  
Full Service Branch
  - 3) Old Norton Branch  
1170 Highway 54 West  
Fayetteville (Fayette), GA 30214  
Opened: 09/05/2006  
Full Service Branch
  - 4) Newnan Branch  
471 U.S. Highway 29  
Newnan (Coweta), GA 30265  
Opened: 11/18/2002  
Full Service Branch
  - 5) Summit Branch  
10 Baynard Park  
Newnan (Coweta), GA 30265  
Opened: 10/01/2007  
Full Service Branch
  - 6) Sharpsburg Branch  
1790 Highway 154  
Sharpsburg (Coweta), GA 30277  
Opened: 04/09/2004  
Full Service Branch
  - 7) Tyrone Branch  
1005 Tyrone Road  
Tyrone (Fayette), GA 30290  
Opened: 08/26/2003  
Full Service Branch
-

**Form FR Y-6**

Georgia Bancshares, Inc.  
 100 Westpark Drive  
 Peachtree City, GA 30269 (USA)  
 Fiscal Year Ending December 31, 2012

Report Item 3: Shareholders  
 (1a), (1b), (1c), (2a), (2b), (2c)

Current Shareholders with ownership, control or holding 5% or more with power to vote as of  
 12/31/12

| (1a)<br>Name & address<br>City, State, Country                   | (1b)<br>Country of Citizenship<br>or Incorporation | (1c)<br>Number & Percentage of<br>each class of voting Securities      |
|------------------------------------------------------------------|----------------------------------------------------|------------------------------------------------------------------------|
| Arlie C. Aukerman &<br>Frances W. Aukerman JT TEN<br>Lovejoy, GA | USA                                                | 265,133 – 7.80% Common stock                                           |
| Rick A. Duncan<br>Atlanta, GA                                    | USA                                                | 171,393 - 5.04% Common stock<br>36,875 – 1.07% Options<br>common stock |
| Malcolm R. Godwin<br>Peachtree City, GA                          | USA                                                | 197,404 - 5.81% Common stock<br>36,875 – 1.07% Options<br>common stock |
| Thomas G. Sellmer<br>Peachtree City, GA                          | USA                                                | 217,437 – 6.40% Common stock                                           |

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Current Shareholders not listed in 3(1a) through 3 (1c) that had ownership, control or holding 5% or more with power to vote during the fiscal year ending 12/31/12

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| (1a)                                   | (1b)                                       | (1c)                                                      |
|----------------------------------------|--------------------------------------------|-----------------------------------------------------------|
| Name & address<br>City, State, Country | Country of Citizenship<br>or Incorporation | Number & Percentage of<br>each class of voting Securities |

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None

Form FR Y-6

Georgia Bancshares, Inc.  
100 Westpark Drive  
Peachtree City, GA 30269 (USA)  
Fiscal Year Ending December 31, 2012

Report Item 4: Directors and Officers – Page 1

(1),(2),(3.a,b,c) & (4.a,b,c)

| (1)<br>Name & address<br>(City, State, Country) | (2)<br>Principal Occupation<br>if other than with BHC | (3)(a)<br>Title & Position<br>with BHIC              | (3)(b)<br>Title & Position with<br>Subsidiaries (including<br>name of Subsidiaries) | (3)(c)<br>Title & Position<br>with Other Businesses<br>(Including names of other<br>businesses) | (4)(a)<br>Percentage of<br>Voting shares<br>in BHC | (4)(b)<br>Percentage of<br>Voting shares in<br>Subsidiaries | (4)(c)<br>List names of other companies<br>(includes partnerships) if 25% or<br>more of voting securities are held<br>(list names of companies and % of voting<br>securities held)                                                                              |
|-------------------------------------------------|-------------------------------------------------------|------------------------------------------------------|-------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|----------------------------------------------------|-------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Rick A. Duncan<br>Atlanta, GA USA               | N/A                                                   | Director,<br>Executive Vice<br>President             | Director,<br>Executive Vice President<br>The Bank of Georgia                        | N/A                                                                                             | 5.04%                                              | 0.0%                                                        | North Village LLC – 25%<br>JMRT Associates LLC – 25%<br>MRT Westpark LLC – 25.75%<br>Old Campbell LLC – 25%<br>Volatile Ventures LLC – 26.25%                                                                                                                   |
| C. Lynn Gable<br>Fayetteville, GA USA           | N/A                                                   | Senior Vice<br>President, Chief<br>Financial Officer | Senior Vice President<br>Chief Financial Officer<br>The Bank of Georgia             | N/A                                                                                             | 1.63%                                              | 0.0%                                                        | None                                                                                                                                                                                                                                                            |
| Malcolm R. Godwin<br>Peachtree City, GA USA     | N/A                                                   | Director,<br>Executive Vice<br>President             | Director,<br>Executive Vice President<br>The Bank of Georgia                        | N/A                                                                                             | 5.81%                                              | 0.0%                                                        | Brandywine Partners LLC – 33.33%<br>Sandy Creek Village LLC – 33.33%<br>Howell Park Associates LLC – 50%<br>JMRT Associates LLC – 25%<br>Tilwin Properties, Inc. – 100%<br>North Village LLC – 25%<br>Old Campbell LLC – 25%<br>HMT Sycamore Grove LLC - 33.33% |
| W. Robert Hancock, Jr.<br>Newnan, GA USA        | Partner Law<br>Firm                                   | Director                                             | Director<br>The Bank of Georgia                                                     | Partner in Law Firm<br>Glover & Davis, P.A.<br>Partner in F & H Inv. Co                         | 0.85%                                              | 0.0%                                                        | F & H Investment Co – 50%<br>W R Hancock, Inc. – 100%                                                                                                                                                                                                           |
| James D. Kitchens<br>Griffin, GA USA            | N/A                                                   | Senior Vice<br>President                             | Senior Vice President<br>Chief Credit Officer<br>The Bank of Georgia                | N/A                                                                                             | 0.00%                                              | 0.0%                                                        | None                                                                                                                                                                                                                                                            |

Form FR Y-6

Georgia Bancshares, Inc.  
 100 Westpark Drive  
 Peachtree City, GA 30269 (USA)  
 Fiscal Year Ending December 31, 2012

Report Item 4: Directors and Officers – Page 2

(1),(2),(3.a,b,c) & (4.a,b,c)

| (1)<br>Name & address<br>(City, State, Country) | (2)<br>Principal Occupation<br>if other than with BHC | (3)(a)<br>Title & Position<br>with BHC | (3)(b)<br>Title & Position with<br>Subsidiaries (including<br>name of Subsidiaries) | (3)(c)<br>Title & Position<br>with Other Businesses<br>(Including names of other<br>businesses) | (4)(a)<br>Percentage of<br>Voting shares in<br>BHC | (4)(b)<br>Percentage of<br>Voting shares in<br>Subsidiaries | (4)(c)<br>List names of other companies<br>(includes partnerships) if 25% or<br>more of voting securities are held<br>(list names of companies and % of voting<br>securities held) |
|-------------------------------------------------|-------------------------------------------------------|----------------------------------------|-------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|----------------------------------------------------|-------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Charles R. Ogletree,<br>Peachtree City, GA USA  | Construction                                          | Director,<br>Chairman                  | Director<br>The Bank of Georgia                                                     | President of<br>South-Tree Enterprises, Inc.                                                    | 1.05%                                              | 0.0%                                                        | Joco Construction LLC – 50%<br>Champion Millworks LLC – 35%<br>South-Tree Enterprises, Inc. – 100%<br>Parkside Management Group – 50%                                              |
| Vincent M. Rossetti<br>Peachtree City, GA USA   | Real Estate                                           | Director,<br>Secretary                 | Director, Secretary<br>The Bank of Georgia                                          | President of Ravin Homes,<br>Inc., Manager MiRome, LLC                                          | 3.78%                                              | 0.0%                                                        | Ravin Homes, Inc. 75%<br>MiRome, LLC 51%<br>JetLimo LLC – 50%<br>JeffAir LLC – 50%<br>Rossetti Family Enterprises – 40%<br>Guthrie Ravin – 50%<br>ScottAir LLC – 50%               |
| Donnie H. Russell<br>Peachtree City, GA<br>USA  | Retired Owner<br>Manufactured Home<br>Sales Co.       | Director                               | Director<br>The Bank of Georgia                                                     | Owner and President of<br>Parham Industries, Inc.                                               | 2.94%                                              | 0.0%                                                        | Parham Industries, Inc. 100%<br>Grove Park Commons LLC - 25%<br>Russell Mobile Investments LLC – 100%<br>Villages of Liberty Hills LLC – 33.33%                                    |

Georgia Bancshares, Inc.  
 100 Westpark Drive  
 Peachtree City, GA 30269 (USA)  
 Fiscal Year Ending December 31, 2012

**Report Item 4: Directors and Officers – Page 3**

(1),(2),(3.a,b,c) & (4,a,b,c)

| (1)<br>Name & address<br>(City, State, Country) | (2)<br>Principal Occupation<br>if other than with BHC | (3)(a)<br>Title & Position<br>with BHC | (3)(b)<br>Title & Position with<br>Subsidiaries (including<br>name of Subsidiaries) | (3)(c)<br>Title & Position<br>with Other Businesses<br>(Including names of other<br>businesses) | (4)(a)<br>Percentage of<br>Voting shares in<br>BHC | (4)(b)<br>Percentage of<br>Voting shares in<br>Subsidiaries | (4)(c)<br>List names of other companies<br>(includes partnerships) if 25% or<br>more of voting securities are held<br>(list names of companies and % of voting<br>securities held)                                                                                                            |
|-------------------------------------------------|-------------------------------------------------------|----------------------------------------|-------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|----------------------------------------------------|-------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Thomas G. Sellmer<br>Peachtree City, GA<br>USA  | Real Estate Management<br>& Investment                | Director                               | Director<br>The Bank of Georgia                                                     | Owner of Sellmer<br>Property Management.                                                        | 6.40%                                              | 0.0%                                                        | Sellmer Property Management – 100%<br>Brandywine Partners LLC – 33.3%<br>North Village LLC – 25%<br>Howell Park Associates LLC – 50%<br>JMRT Associates LLC – 25%<br>HMT Sycamore Grove LLC – 33.33%<br>Burco Ventures, LLC - 33%<br>Green Tea Partners, LLC – 25%<br>Old Campbell, LLC - 25% |
| Eric K. Smith<br>Newnan, GA USA                 | N/A                                                   | Senior Vice<br>President               | Senior Vice President<br>The Bank of Georgia                                        | N/A                                                                                             | 0.47%                                              | 0.0%                                                        | None                                                                                                                                                                                                                                                                                          |
| Jack R. Smith<br>Fayetteville, GA USA           | CPA                                                   | Director                               | Director<br>The Bank of Georgia                                                     | Chairman, CEO and CFO of<br>Smith, Conley and Associates,<br>PC                                 | 0.91%                                              | 0.0%                                                        | Smith, Conley and Associates, PC – 50%<br>Brandywine Partners LLC – 33.33%                                                                                                                                                                                                                    |